



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE UNLIMITED COMPANY**

Company No. 6907579

The Registrar of Companies for England and Wales hereby certifies that

ALAN M SIDEBOTTOM

is this day incorporated under the Companies Act 1985 as a private company and that the company is unlimited.

Given at Companies House on **16th May 2009**



N06907579U



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

00400090/20

1005
2

THE COMPANIES ACTS 1985 TO 2006

UNLIMITED COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

ALAN M SIDEBOTTOM

1. The Company's name is ALAN M SIDEBOTTOM

A44

01/05/2009
COMPANIES HOUSE

2. The Company's registered office is to be situated in England and Wales.

3. The Company's objects are:-

(a) To carry on business as a general commercial company.

(b) To purchase or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights or privileges of any kind over or in respect of any property and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.

(c) To purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, copyrights, secret processes, trade marks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company in pursuit of any trade or business carried on by the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(d) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company chooses to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(e) To improve, manage, cultivate, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.



- (f) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (g) To lend or advance money or give credit to any persons, firms or companies or others having dealings with the Company upon such terms and with or without security and subject to such conditions as may seem desirable and to give guarantees or become security for any such persons, firms, companies or others.
- (h) To guarantee support or to secure whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and premiums, interest, dividends, and other moneys payable on or in respect of, any debentures, debenture stock, loan stock, shares or other securities, liabilities or obligations of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company, as defined in the Companies Act or a subsidiary undertaking of the Company, or another subsidiary of such holding company or otherwise associated with the Company in business or through shareholdings.
- (i) To borrow and raise money in any manner and to secure the repayment of money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (j) To draw, make, accept, endorse, discount, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable instruments that may be incidental or conducive to the Company's commercial activity.
- (k) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) or any corporations, companies or persons, that may seem conducive to the attainment of the Company's object and to obtain from any such government or authority, corporation, company or person, any charters, contracts, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (l) To subscribe for, take, purchase, or otherwise acquire and hold shares, stock or other interests in or obligations of any other company or corporation.
- (m) To promote any other company for the purpose of acquiring all or any of the property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe

for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (n) To sell, let, licence, develop or otherwise deal with the whole or any part of the undertaking of the Company, either together or in portions upon such terms, as the Company may think fit, with power to accept shares, debentures, or securities of any company purchasing the same.
- (o) To undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (p) Subject to and in accordance with a due compliance with the provisions of the Companies Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance as defined the Act.
- (q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment subject to the provisions of the Companies Act to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise.
- (r) To pay out of the funds of the Company all costs and expenses of or incidental to the promotion formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company.
- (s) To purchase and maintain insurance policies to indemnify the officers and auditor of the Company against any costs, expenses and liabilities arising from negligence, default, breach of duty or trust incurred by them in discharge of their duties or in relation thereto.
- (t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees; to remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of any persons who are or were at any time in the employment or service of the Company or of any company for the time being the Company's holding company or subsidiary company or otherwise associated with the Company in business and the wives, widows, families and dependants of any such persons; to make payments towards life insurance; to set up, establish support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons as aforesaid and of their wives, widows, families and dependants, and to set up, establish, support and maintain profit sharing, share option or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained.
- (u) To distribute any property of the Company in specie among the members.

- (v) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND it is hereby declared that

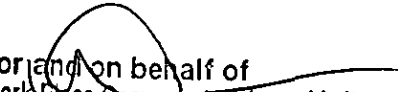
- i) None of the objects set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such object, and the foregoing sub-clauses shall be construed independently of each other, except where the context expressly so requires and none of the objects therein mentioned shall be deemed to be merely subsidiary or ancillary to the objects contained in any other sub-clause; and
- ii) Without prejudice to the generality of sub-clause (v), such matters as are hereinbefore set out in sub-clauses (b) to (u) are deemed to be incidental or conducive to the Company's object; and
- iii) The word "Company" in this clause shall, except where used in reference to this Company, be deemed to include any partnership or other body of persons whether corporate or unincorporate and whether domiciled in any part of the United Kingdom or elsewhere.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and addresses of subscribers and number of shares taken by each subscriber

YORK PLACE COMPANY NOMINEES LIMITED
3RD FLOOR
WHITE ROSE HOUSE
28A YORK PLACE
LEEDS
LS1 2EZ

ONE


for and on behalf of
York Place Company Nominees Limited

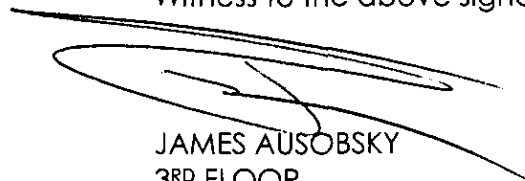
YORK PLACE COMPANY SECRETARIES LIMITED
3RD FLOOR
WHITE ROSE HOUSE
28A YORK PLACE
LEEDS
LS1 2EZ

ONE


For and on behalf of
York Place Company Secretaries Limited

Dated 1 May 2009

Witness to the above signatures


JAMES AUSOBSKY
3RD FLOOR
WHITE ROSE HOUSE
28A YORK PLACE
LEEDS
LS1 2EZ

THE COMPANIES ACTS 1985 TO 2006

UNLIMITED COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

ALAN M SIDEBOTTOM

PRELIMINARY

1. (a) Subject as hereinafter provided the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, The Companies Act 1985 (Electronic Communications) Order 2000, The Companies (Tables A to F) (Amendment) Regulations 2007 and The Companies (Tables A to F) (Amendment) (No.2) Regulations 2007 (such Table being hereinafter called "Table A") shall apply to the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

SHARE CAPITAL

2. The share capital of the company is £1,000 divided into 1,000 shares of £1 each.

ALLOTMENT OF SHARES

3. (a) Directors shall have full control of shares which are comprised in the authorised share capital with which the Company is incorporated and may allot relevant securities (as defined in Section 80(2) of the Act) as authorised from time to time by the Company, and during the period of five years commencing with the date of incorporation the Directors shall have authority to allot relevant securities to such persons and for such consideration and upon such terms and conditions as they may determine provided that the nominal value of the relevant securities allotted shall not exceed the authorised but unissued share capital of the Company for the time being, and after the period of five years commencing with the date of incorporation of the Company the Directors may allot any relevant securities in pursuance of an offer or agreement so to do made by the Company within that period. The Authority hereby given may at any time be renewed, revoked or varied by Ordinary Resolution of the Company.

(b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice

specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Sections 80, 80A and 379A of the Act.

(c) In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

(d) Regulation 3 of Table A shall not apply to the Company.

SHARES

4. The lien conferred by Regulation 8 in Table A shall attach to all shares whether fully paid or not and to all shares standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders. Regulation 8 in Table A shall be modified accordingly.

5. (a) The Company may by special resolution :-

(i) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;

(ii) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;

(iii) subdivide its shares, or any of them, into shares of a smaller amount than its existing shares;

(iv) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;

(v) reduce its share capital and any share premium account in any way;

(b) Regulations 32, 34 and 35 of Table A shall not apply to the Company.

GENERAL MEETINGS AND RESOLUTIONS

6. Regulation 41 of Table A shall not apply. If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall

stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

APPOINTMENT OF DIRECTORS

7. (a) Regulation 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 in Table A shall be modified accordingly.

(c) The Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an addition to the existing Directors.

(d) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number fixed in accordance with this Article.

BORROWING POWERS

8. The Directors may exercise all the powers of the Company to borrow money of unlimited amount and upon such terms and in such manner as they think fit and subject (in the case of any security convertible into shares) to Section 80, 80A and 379A of the Act to grant any mortgage, charge or security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

9. An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 in Table A shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

10. A Director shall be required to vacate his office if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 in Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

11. (a) At any meeting of the Directors or of any committee of the Directors subject to disclosing his interest therein a Director may vote on any resolution notwithstanding that it in anyway concerns or relates to a matter in which he has, directly or indirectly any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the Meeting. Regulations 94 to 98 inclusive of Table A shall be construed accordingly.

(b) Any director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or other means of telephone radio or televisual communication whereby all the persons participating in the meeting can hear each other and any Director or member of a committee participating in such a meeting will be deemed to be present in person at such meeting.

INDEMNITY

12. Subject to the provisions of the Act and in addition to such indemnity as is contained in Regulation 118 of Table A every Director, officer or official of the Company shall be indemnified out of the funds of the Company or the proceeds of any insurance policy effected by the Company for such purpose against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

SHARE CERTIFICATES

13. Regulation 6 of Table A shall not apply to the Company. Every member, upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the Directors may determine. Each share certificate shall only be issued by authority of the directors, or of a committee of the directors authorised by the directors, and shall either be sealed with the seal (if the company keeps one) or executed in accordance with the Act and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon. The company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.

COMPANY SEAL

14. Regulation 101 of Table A shall not apply to the Company. The Company shall not be required to, but may, at the discretion of the Directors, keep a common seal. If such a seal is kept, it shall only be used by the authority of the Directors, or of a committee of the Directors authorised by the Directors, and the Directors

may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by one director.

TRANSFER OF SHARES

15. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share, and the first sentence of Regulation 24 in Table A shall not apply to the Company.

Names and addresses of subscribers

YORK PLACE COMPANY NOMINEES LIMITED
3RD FLOOR
WHITE ROSE HOUSE
28A YORK PLACE
LEEDS
LS1 2EZ

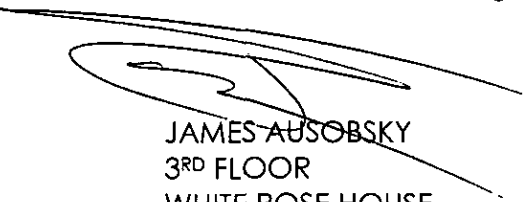

for and on behalf of
York Place Company Nominees Limited

YORK PLACE COMPANY SECRETARIES LIMITED
3RD FLOOR
WHITE ROSE HOUSE
28A YORK PLACE
LEEDS
LS1 2EZ


For and on behalf of
York Place Company Secretaries Limited

Dated 1 May 2009

Witness to the above signatures


JAMES AUSOBSKY
3RD FLOOR
WHITE ROSE HOUSE
28A YORK PLACE
LEEDS
LS1 2EZ

Please complete in typescript, or in bold black capitals

Declaration on application for registration

CHFP082

Company Name in full

ALAN M SIDEBOTTOM

I,

Jonathon Charles Round

of

12 MARGERISON ROAD, BEN RHYDDING
 ILKLEY, LS29 8QU

†Please delete as appropriate

do solemnly and sincerely declare that I am a ~~†Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

J Round

Declared at

Leeds

Day Month Year

1 2 0 5 2 0 0 9

†Please print name

before me†

John Hamilton

Signed

JH

Date

12 May 2009

†A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

York Place Company Services Limited

We have moved to:

White Rose House

28A York Place

Leeds, LS1 2EZ

DX 26436 Leeds Park Square

Tel: 0113 2245450

Fax: 0113 2245498

Tel 0113 242 0222

DX exchange Leeds Park Square

Companies House receipt date barcode

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ

DX33050 Cardiff

for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

Please complete in typescript, or
in bold black capitals

**First directors and secretary and intended situation of
registered office**

CHFP082

Notes on completion appear on final page

Company Name in full

ALAN M SIDEBOTTOM

Proposed Registered Office

(PO Box numbers only, are not acceptable)

3RD FLOOR, WHITE ROSEHOUSE

28A YORK PLACE

Post town LEEDS

County / Region West Yorkshire

Postcode LS1 2EZ

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

X

Agent's name York Place Company Services Limited

Address 3RD FLOOR, WHITE ROSE HOUSE,

28A YORK PLACE

Post town LEEDS

County / Region West Yorkshire

Postcode LS1 2EZ

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information that
you give will be used for this purpose.

York Place
White Rose House, 28A York Place
Leeds. LS1 2EZ
DX 26436 Leeds Park Square
Tel: 0113 2245 450
Fax: 0113 2245 498

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ

DX33050 Cardiff

for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX235 Edinburgh or LP-4 Edinburgh 2

COMPANIES HOUSE

(see notes 1-5)

Company Secretary

Company name

NAME

* Style / Title

* Honours etc

* Voluntary details

Forename (s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Post code

Country

I consent to act as secretary of the company named on page 1

Consent signature

authorised signatory

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

* Style / Title

Mr

* Honours etc

Forename(s)

Jonathon Charles

Surname

Round

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Post code

Country

12 MARGERISON ROAD

BEN R MYDDING

ILKLEY

LS29 8QU

UK

Day Month Year

Date of birth

2 0 0 2 1 9 5 9

Nationality

British

Business occupation

Chartered Secretary

Other directorships

I consent to act as director of the company named on page 1

Consent signature

authorised signatory

Date

01 May 2009

J Round

Directors (continued) (see notes 1-5)

NAME	* Style / Title	<input type="text"/>	* Honours etc	<input type="text"/>						
* Voluntary details	Forename(s)	<input type="text"/>								
	Surname	<input type="text"/>								
	Previous forename(s)	<input type="text"/>								
	Previous surname(s)	<input type="text"/>								
	Address	<input type="text"/>								
Usual residential address		<input type="text"/>								
For a corporation, give the registered or principal office address.	Post town	<input type="text"/>								
	County / Region	<input type="text"/>	Post code	<input type="text"/>						
	Country	<input type="text"/>								
	Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality	<input type="text"/>
Day	Month	Year								
<input type="text"/>	<input type="text"/>	<input type="text"/>								
	Business Occupation	<input type="text"/>								
	Other directorships	<input type="text" value="NONE"/>								
I consent to act as director of the company named on page 1										
	Consent signature	<input type="text"/>	Date	<input type="text"/>						

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Date

Or the subscribers

Signed

Date

(i.e those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date